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MRZ 8996.1
PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Application of Brian Fitzpatrick et al.
Confirmation No. 5040
Serial No. 09/840,648
Filed April 23, 2001

Art Unit 2162

For METHOD AND SYSTEM FOR ELECTRONICALLY SELECTING, MODIFYING,
AND OPERATING A MOTIVATION AWARDS PROGRAM

September 14, 2001

PETITION UNDER RULE 47(a)

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS,
Washington, D.C. 20231

SIR:

Maritz Inc. (hereinafter "Assignee") hereby petitions the Commissioner under Rule 47(a) to accept the enclosed DECLARATION AND POWER OF ATTORNEY signed by Brian Fitzpatrick, Ellen Cox, Maddy Sheprow, Peggy Barton, Frank Munsch, Mark Hanes, and Jennie Hei, seven of the eight inventors, and without the signature of Ethan Blumenstrauch, the remaining inventor.

Despite diligent and repeated contacts with Mr. Blumenstrauch and his attorney by telephone and by written correspondence, Mr. Blumenstrauch has been unavailable, unresponsive, and has refused to sign the DECLARATION AND POWER OF ATTORNEY as indicated in the enclosed DECLARATION OF FACTS. The DECLARATION AND POWER OF ATTORNEY is necessary to preserve the rights of the Assignee. The Assignee is the sole and exclusive owner of the above-identified patent application as a result of the enclosed three assignments. These assignments have been submitted for recording by the United States Patent and Trademark Office for the above-identified patent application simultaneously with the submission of this petition.

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The last known address of Mr. Blumenstrauch is 317 East 75th Street, New York, New York 10021.

It is noted that Mr. Blumenstrauch is aware of the above-identified patent application and previously cooperated in the filing of a provisional patent application serial no. 60/204,461 filed May 16, 2000, on which the above-identified patent application is based, by signing an assignment recorded with the provisional application and submitted for recording simultaneously with the submission of this petition. It is also noted that through his attorney Mr. Blumenstrauch has refused to cooperate as indicated by the enclosed DECLARATION OF FACTS. In view of these facts, in view of the signatures by the other inventors, and particularly in view of the fact that Mr. Blumenstrauch has assigned his rights to Assignee, Assignee requests that the Commissioner grant this petition.

A check for \$130.00 to cover the Petition fee is enclosed. If there are any additional charges in this matter, please charge Deposit Account No. 19-1345.

Respectfully submitted,



Frank R. Agovino, Reg. No. 27,416
SENNIGER, POWERS, LEAVITT & ROEDEL
One Metropolitan Square, 16th Floor
St. Louis, Missouri 63102
314 231-5400

FRA

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EXPLANATION OF ACKNOWLEDGMENT

By signing the declaration, you acknowledge your duty to disclose to the U.S. Patent and Trademark Office information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, § 1.56. Material information includes any information concerning whether:

The subject matter of this application was known or used by others in the United States before your invention thereof; or

The subject matter of this application was patented or described in any printed publication in any country before your invention thereof or more than one year prior to the date of this application; or

The subject matter of this application was in public use, offered for sale or on sale in the United States more than one year prior to the filing date of this application; or

The subject matter of this application was first patented or made the subject of an inventor's certificate issued in any country foreign to the United States as an application filed by you or your representatives or assigns more than twelve months prior to the date of this application; or

any application for patent or inventor's certificate on the subject matter of this application has been filed by your representatives or assigns in any foreign country.

In addition, you must advise us of the closest prior art (including your own patents and publications) of which you are aware so that we may bring it to the attention of the U.S. Patent and Trademark Office.

This duty to disclose material information continues after the application is filed. During the pendency of this patent application, each person substantially involved in the preparation or prosecution of this patent application, including each inventor, has a duty to disclose to the U.S. Patent and Trademark Office all known information which would be material to patentability. Failure to meet this duty can result in an unenforceable and/or invalid patent.

Any of the above information should be brought to the attention of the U.S. Patent and Trademark Office within three months of filing of this application, or within three months of acquiring such information, whichever is later. Accordingly, please promptly advise us of any of the above information, or any other information that may be material to patentability and is either presently known to you or later becomes known to you during the pendency of this application.

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MRZ 8996.1
PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of Brian Fitzpatrick, Ellen Cox, Maddy Sheprow, Peggy Barton, Frank Munsch, Mark Hanes, Jennie Hei, Ethan Blumenstrauch

For: METHOD AND SYSTEM FOR ELECTRONICALLY SELECTING, MODIFYING, AND OPERATING A MOTIVATION OR RECOGNITION PROGRAM

Confirmation No. 5040
Serial No.: 09/840,648
Filed: April 23, 2001

DECLARATION OF FACTS IN SUPPORT OF FILING ON BEHALF OF
NON-SIGNING INVENTOR (37 CFR 1.47)

This declaration is made as to the exact facts which are relied upon to establish the diligent effort made to secure the execution of the declaration by the non-signing inventor Ethan Blumenstrauch for the above identified patent application before deposit thereof in the Patent and Trademark Office.

This declaration is being made by the available person having first-hand knowledge of the facts recited therein.

IDENTIFICATION OF PERSON MAKING THIS DECLARATION OF FACTS

Name of declarant

Frank R. Agovino
Address of declarant

Senniger, Powers, Leavitt & Roedel
One Metropolitan Square - 16th Floor
St. Louis, Missouri 63102

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PATENT

LAST KNOWN ADDRESS OF THE OMITTED INVENTOR

Full name of omitted inventor

Ethan Blumenstrauch

Last known address

317 East 75th Street

New York, New York 10021

Last known telephone number

212-439-6158

Previous contact address

Agency.com Ltd.

20 Exchange Place, Floor 15

New York, New York 10005

Address of counsel for omitted inventor

Sidney Bresnick

Bresnick & Reff

110 East 59th Street

Manhattan, New York 10022

Telephone: 212-421-7373

**DETAILS OF REFUSAL OF OMITTED INVENTOR TO
SIGN APPLICATION PAPERS**

I am a partner with the firm of Senniger, Powers, Leavitt & Roedel and represent the Assignee, Maritz Inc. On behalf of Maritz Inc., our firm prepared and filed the above-identified application, including the specification, claims, drawings and declaration.

The present application is based on provisional application 60/204,461 filed May 16, 2000 on behalf of Maritz Inc. The provisional application identifies Brian Fitzpatrick, Ellen Cox, Maddy Sheprow, Peggy Barton, Frank Munsch, Mark Hanes, Jennie Hei, and Ethan Blumenstrauch as inventors.

On December 7, 2000, Mr. Blumenstrauch signed an assignment of the invention to Agency.com Ltd. in connection with the provisional application. The assignment includes "any other United States applications (including provisional, non-provisional, divisional, continuing, or reissue applications) based in whole or in part on said United States application or in whole or in part on said invention...." On December 20, 2000, Agency.com Ltd. signed an assignment of the invention to Maritz Inc. in connection with the provisional application. Attached hereto is a copy of the December 7, 2000 and December 20, 2000 assignments.

As instructed by Maritz Inc., Assignee of the above-referenced patent application, I filed the above-identified non-provisional application on April 23, 2001.

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On July 17, 2001, James J. Barta, Jr., an associate at my firm and under my direction, sent a letter to Mr. Blumenstrauch to his known address (noted above) by United States First Class Mail. Enclosed with the letter was a Declaration and Power of Attorney along with a copy of the filed non-provisional application for Mr. Blumenstrauch's review and signature. Based on my past experience with the United States Postal Service and familiarity with their normal business practices, I believe Mr. Blumenstrauch received the letter and enclosures sent via First Class Mail on or about July 19, 2001. Therefore, I made a bona fide attempt to present the applications papers to Mr. Blumenstrauch and I believe that my bona fide attempt was

* successful. Attached hereto is a copy of the July 17, 2001 letter to Mr. Blumenstrauch.

On August 8, 2001, copies of the above-noted letter and enclosures were sent under my direction via First Class Mail on July 17, 2001 to Mr. Blumenstrauch to his last known address by Federal Express, standard overnight, Tracking No. 828098518639. A front desk receptionist signed for the Federal Express package on August 9, 2001 at 11:12 a.m. when the package was delivered to the above last known address. Therefore, I made a bona fide attempt to present the application papers to Mr. Blumenstrauch and as evidenced by the signature of the front desk receptionist, I believe that

* my bona fide attempt was successful. Attached hereto is a copy of the proof of delivery receipt.

On August 8, 2001, August 9, 2001, and August 10, 2001, I telephoned Mr. Blumenstrauch at the above last known telephone number regarding the July 17, 2001 and August 8,

2001 letters, the application, and the Declaration and Power of Attorney that he had received. I left messages on Mr. Blumenstrauch's answering machine on each of the above days indicating the purpose of the telephone call as described above and requesting him to return the call.

On August 13, 2001, I spoke with the Counsel representing Mr. Blumenstrauch. Counsel indicated that Mr. Blumenstrauch had received the letter, application, and Declaration and Power of Attorney. Counsel orally conveyed Mr. Blumenstrauch's express refusal to consider signing the Declaration and Power of Attorney without a \$5,000 consulting fee paid by Maritz Inc., the Assignee of the above-identified patent application. Therefore, I made a bona fide attempt to present the application papers to Mr. Blumenstrauch and as evidenced by the August 13, 2001 telephone call with Counsel, I believe that my bona fide attempt was successful.

Based on the August 13, 2001 telephone call, I consider Mr. Blumenstrauch's unreasonable demand for further consideration to consider signing the declaration to be an express oral refusal to sign the application papers. I consider Mr. Blumenstrauch's demand unreasonable since Mr. Blumenstrauch previously agreed to execute without further consideration any further lawful documents relating to the above-identified patent application (see Assignment dated December 7, 2000 above).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that theses statements were made with the knowledge that willful false statements and the like so made are punishable

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by fine or imprisonment, or both under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Date: Sep 14, 2001

Frank R Agovino
Frank R. Agovino, Reg. No. 27,416
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400

Attorney for Maritz Inc.

*Attachments



ASSIGNMENT

WHEREAS, We Brian Fitzpatrick, Ellen Cox, Maddy Sheprow, Peggy Barton, Frank Munsch, and Mark Hanes, all of Fenton, Missouri, have invented an improvement in METHOD AND SYSTEM FOR ELECTRONICALLY SELECTING, MODIFYING, AND OPERATING A MOTIVATION AWARDS PROGRAM (File MRZ 8996) as described in an application for a United States patent serial number 60/204,461 filed May 16, 2000;

AND, WHEREAS, Maritz Inc. of Fenton, Missouri, a corporation of the state of Missouri (hereinafter referred to as "ASSIGNEE") is desirous of acquiring certain rights thereunder;

NOW, THEREFORE, for one dollar and other good and valuable consideration, receipt of all of which is hereby acknowledged, we have agreed to and do hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and throughout the United States of America (including its territories and dependencies) and all countries foreign thereto in and to said invention, said United States application, any other United States applications (including provisional, non-provisional, divisional, continuing, or reissue applications) based in whole or in part on said United States application or in whole or in part on said invention, any foreign applications based in whole or in part on any of the aforesaid United States application or in whole or in part on said invention, and any and all patents (including extensions thereof) of any country which have been or may be granted on any of the aforesaid applications or on said invention or any part thereof;

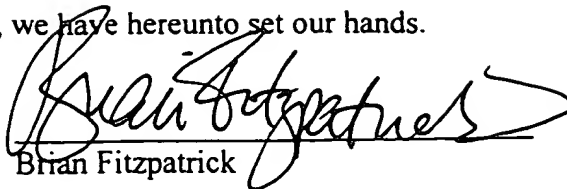
TO BE HELD AND ENJOYED by said ASSIGNEE, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by us had no sale and assignment of said interest been made;

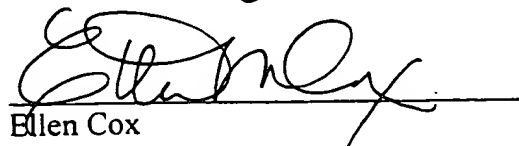
AND We hereby authorize and request the Commissioner of Patents of the United States of America to issue any and all United States patents which may be granted upon said United States applications or any of them, or upon said invention or any part thereof, to said ASSIGNEE;

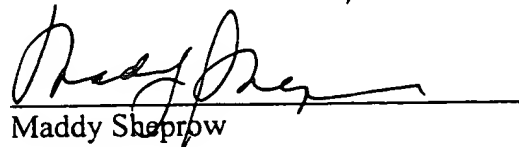
AND We hereby jointly and severally agree for ourselves and for our respective heirs, executors and administrators, to execute without further consideration any further lawful documents and any further assurances, and any provisional, non-provisional, divisional, continuing, reissue, or other applications for patents of any country, that may be deemed necessary by said ASSIGNEE fully to secure to said ASSIGNEE its interest as aforesaid in and to said invention or any part thereof, and in and to said several patents or any of them;

AND We hereby jointly and severally covenant for ourselves and our respective legal representatives that we have granted no right or license to make, use or sell said invention, to anyone except said ASSIGNEE, that prior to the execution of this deed our right, title and interest in said invention had not been otherwise encumbered, and that we have not executed and will not execute any instrument in conflict herewith.

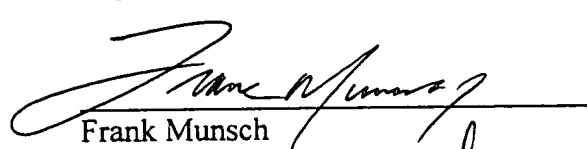
IN WITNESS WHEREOF, we have hereunto set our hands.

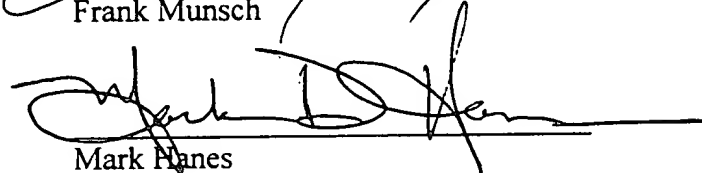

Brian Fitzpatrick


Ellen Cox


Maddy Shepprow


Peggy Barton


Frank Munsch


Mark Flanes

ACKNOWLEDGMENT

STATE OF Missouri)
COUNTY OF St. Louis)

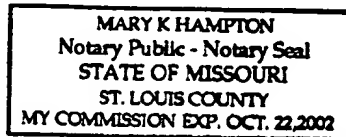
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Brian Fitzpatrick to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Mary K. Hampton
Notary Public

My Commission Expires:

10-22-02



STATE OF Missouri)
COUNTY OF St. Louis)

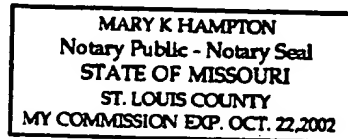
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Ellen Cox to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Mary K. Hampton
Notary Public

My Commission Expires:

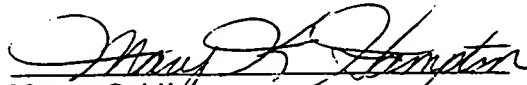
10-22-02



STATE OF Missouri)
COUNTY OF St. Louis)

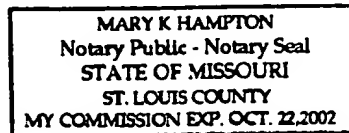
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Maddy Sheprow to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.


Notary Public

My Commission Expires:


10-22-02



STATE OF Missouri)
COUNTY OF St. Louis)

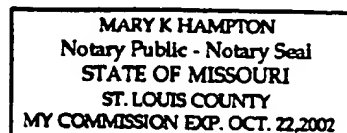
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Peggy Barton to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.


Notary Public

My Commission Expires:

10-22-02



STATE OF Missouri)
COUNTY OF St. Louis)

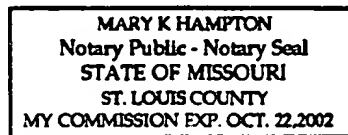
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Frank Munsch to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Mary K. Hampton
Notary Public

My Commission Expires:

10-22-02



STATE OF Missouri)
COUNTY OF St. Louis)

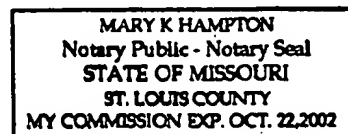
On this 13th day of March, 2001, before me, a Notary Public, personally appeared Mark Hanes to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Mary K. Hampton
Notary Public

My Commission Expires:

10-22-02



ASSIGNMENT

WHEREAS, We Jennie Hei of New York, New York and Ethan Blumenstrauch of New York, New York, have invented an improvement in METHOD AND SYSTEM FOR ELECTRONICALLY SELECTING, MODIFYING, AND OPERATING A MOTIVATION OR RECOGNITION PROGRAM (File MRZ 8996) as described in an application for a United States patent serial number 60/204,461 filed May 16, 2000;

AND, WHEREAS, Agency.com Ltd. of New York, a corporation of the state of Delaware (hereinafter referred to as "ASSIGNEE") is desirous of acquiring certain rights thereunder;

NOW, THEREFORE, for one dollar and other good and valuable consideration, receipt of all of which is hereby acknowledged, we have agreed to and do hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and throughout the United States of America (including its territories and dependencies) and all countries foreign thereto in and to said invention, said United States application, any other United States applications (including provisional, non-provisional, divisional, continuing, or reissue applications) based in whole or in part on said United States application or in whole or in part on said invention, any foreign applications based in whole or in part on any of the aforesaid United States application or in whole or in part on said invention, and any and all patents (including extensions thereof) of any country which have been or may be granted on any of the aforesaid applications or on said invention or any part thereof;

TO BE HELD AND ENJOYED by said ASSIGNEE, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by us had no sale and assignment of said interest been made;

AND We hereby authorize and request the Commissioner of Patents of the United States of America to issue any and all United States patents which may be granted upon said United States applications or any of them, or upon said invention or any part thereof, to said ASSIGNEE;


AND We hereby jointly and severally agree for ourselves and for our respective heirs, executors and administrators, to execute without further consideration any further lawful documents and any further assurances, and any provisional, non-provisional, divisional, continuing, reissue, or other applications for patents of any country, that may be deemed necessary by said ASSIGNEE fully to secure to said ASSIGNEE its interest as aforesaid in and to said invention or any part thereof, and in and to said several patents or any of them;

AND We hereby jointly and severally covenant for ourselves and our respective legal representatives that we have granted no right or license to make, use or sell said invention, to anyone except said ASSIGNEE, that prior to the execution of this deed our right, title and interest in said invention had not been otherwise encumbered, and that we have not executed and will not execute any instrument in conflict herewith.

IN WITNESS WHEREOF, we have hereunto set our hands.



Jennie Hei



Ethan Blumenstrauch

ACKNOWLEDGMENT

STATE OF NEW YORK)

COUNTY OF NEW YORK)

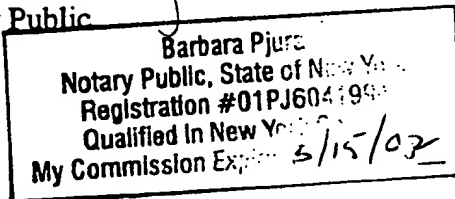
On this 15 day of ^{DECEMBER 3} ~~October~~, 2000, before me, a Notary Public, personally appeared Jennie Hei to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Barbara Pjura
Notary Public

My Commission Expires:

MAY 15, 2002



STATE OF NEW YORK)

COUNTY OF NEW YORK)

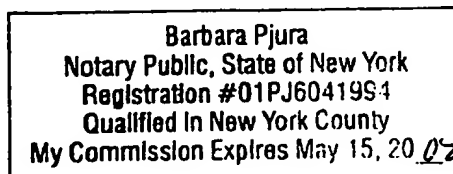
On this 7 day of ^{DECEMBER 3} ~~October~~, 2000, before me, a Notary Public, personally appeared Ethan Blumenstrauch to me known to be the person described, in and who executed, the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal and the date and year last above written.

Barbara Pjura
Notary Public

My Commission Expires:

MAY 15, 2002



ASSIGNMENT

WHEREAS, Agency.com Ltd. of New York, a corporation duly organized and existing under and by virtue of the laws of the state of Delaware (hereinafter referred to as Assignor), is the owner of a right, title, and interest in and to a certain application (noted below) for letters patent of the United States and the invention disclosed therein; and

WHEREAS, Maritz Inc. of Fenton, Missouri, a corporation duly organized and existing under and by virtue of the laws of the state of Missouri (hereinafter referred to as Assignee), is desirous of acquiring said right, title, and interest of Assignor;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration by Assignee to Assignor in hand paid, receipt of all of which is hereby acknowledged, Assignor has agreed to and does hereby sell, assign, and transfer unto Assignee, its successors and assigns, all of Assignor's right, title, and interest in and throughout the United States of America (including its territories and dependencies) and all countries foreign thereto, in and to said invention, said United States application, any other United States applications (including provisional, non-provisional, divisional, continuing or reissue applications) based in whole or in part on said United States application or in whole or in part on said invention, any foreign applications based in whole or in part on any of the aforesaid United States applications or in whole or in part on said invention, and any and all patents (including extensions thereof) of any country which have been or may be granted on any of the aforesaid applications or on said invention or any part thereof; including specifically, without limiting the generality of the foregoing, the United States patent application listed below.

TO BE HELD AND ENJOYED BY Assignee, its successors and assigns, to the ends of the respective full terms for which said patents have been or may be granted, as fully and entirely as the same would have been held and enjoyed by Assignor had this sale and assignment not been made.

AND Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to issue any and all United States patents which may be granted upon said United States patent applications to assignee, its successors and assigns.

AND Assignor hereby agrees to execute without further consideration any further lawful documents and any further assurances, and any provisional, non-provisional, divisional, continuing, reissue, or other applications for patents of any country, that may be deemed necessary by said Assignee, its successors or assigns fully to secure its interest as aforesaid in and to said invention or any part thereof, and in and to said patent applications or any of them, and in and to said several patents or any of them.

AND Assignor covenants that Assignor has granted no right or license to make, use or sell said invention to anyone except said Assignee, that prior to the execution of this deed Assignor's right, title, and interest in said invention has not been otherwise encumbered, and that Assignor has not executed and will not execute any instrument in conflict herewith.

AND Assignor has not agreed to and does not hereby sell, assign, or transfer unto Assignee, its successors and assigns, the rights of Brian Fitzpatrick, Ellen Cox, Maddy Sheprow, Peggy Barton, Frank Munsch, and/or Mark Hanes in the United States patent application listed below.

THE UNITED STATES PATENT APPLICATION IS AS FOLLOWS:

Serial No.	Date	Inventor(s)	Title
60/204,461	May 16, 2000	Brian Fitzpatrick Ellen Cox Maddy Sheprow Peggy Barton Frank Munsch Mark Hanes Jennie Hei Ethan Blumenstrauch	METHOD AND SYSTEM FOR ELECTRONICALLY SELECTING, MODIFYING, AND OPERATING A MOTIVATION AWARDS PROGRAM

IN WITNESS WHEREOF, Assignor has caused these presents to be executed by its officers thereunto duly authorized and its corporate seal to be affixed this 20 day of December 2000

AGENCY.COM LTD.

By Bill Bloom William Bloom
Title: Vice President

(Corporate Seal)

ATTEST:

Secretary

ACKNOWLEDGMENT

State of NEW YORK)
) SS.
County of NEW YORK)

On this 20 day of December 2000, before me personally appeared WILLIAM BLOOM, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Agency.com Ltd., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

My Commission Expires: 5/15/02 Barbara Pjura
Notary Public

(Notarial Seal)

Barbara Pjura
Notary Public, State of New York
Registration #01PJ6041994
Qualified In New York County
My Commission Expires May 15, 2002

SENNIGER, POWERS, LEAVITT & ROEDEL
ATTORNEYS AT LAW

FRANK R. AGOVINO
DERICK B. ALLEN
ROBERT M. BAIN
JAMES J. BARTA, JR.
G. HARLEY BLOSSER
JOHN M. BODENHAUSEN
RICHARD L. BRIDGE
JAMES E. BUTLER, PH.D.
SARAH J. CHICKOS
J. BENNETT CLARK
JENNIFER E. COOK
DAVID E. CRAWFORD, JR.
MATTHEW L. CUTLER
JAMES E. DAVIS
KATHRYN J. DOTY
ROBERT M. EVANS, JR.
PAUL I.J. FLEISCHUT
MICHAEL E. GODAR
CHRISTOPHER M. GOFF
DAVID W. HARLAN
JAMES D. HARPER

EDWARD J. HEJLEK
FAREN Y. HUI
KURT F. JAMES
VINCENT M. KEIL
ANTHONY E. KINNEY
BRIAN P. KLEIN
WILLIAM E. LAHEY
PAUL A. MADDOCK
JULIE J. McMURRY
MICHAEL G. MUNSELL
DEBRA D. NYE
WILLIAM D. O'NEILL
KATHLEEN M. PETRILLO
LAURA R. POLCYN
KEITH A. RABENBERG
STEVEN M. RITCHIE
JOHN K. ROEDEL, JR.
RICHARD A. SCHUTH
MICHAEL J. THOMAS
DONALD W. TUEGEL
JACOB S. WHARTON

ONE METROPOLITAN SQUARE
16TH FLOOR
ST. LOUIS, MISSOURI 63102
314-231-5400



July 17, 2001

FACSIMILE 314-231-4342
<http://www.senniger.com>

PATENTS, TRADEMARKS, COPYRIGHTS
AND RELATED MATTERS

OF COUNSEL
IRVING POWERS
DONALD G. LEAVITT
RICHARD G. HBYWOOD

STUART N. SENNIGER
(1921-1997)

Ms. Jennifer Hei
418 7th Avenue
Apartment #3
Brooklyn, New York 11215-5191

Mr. Ethan Blumenstrauch
317 East 75th Street
New York, New York 10021-3041

Re: Declaration relating to the eMaritz patent application
Our File MRZ 8996.1

REMINDER
8/8/01

URGENT

Dear Jennie and Ethan:

As you may know, we filed a patent application relating to the eMaritz system on April 23, 2001 in which you appear as named inventors. As co-inventors, we now need each of you to execute a standard declaration confirming that you are a co-inventor to satisfy a formality required by the Patent Office.

* Accordingly, enclosed is a DECLARATION AND POWER OF ATTORNEY as well as a copy of the application as filed. Please note the acknowledgment stated in the DECLARATION and refer to the enclosed Explanation of Acknowledgment for its effect and meaning. We have provided a separate page for each signature to facilitate signing. If the information in the DECLARATION is accurate (including citizenship), please sign and date it where indicated.

* Please fax us the signed DECLARATION and send us the original via mail using the enclosed self-addressed stamped envelope no later than **August 1, 2001**. Each of the separate, signed signature pages from each of the inventors will be collated into a single document for filing with the Patent Office.

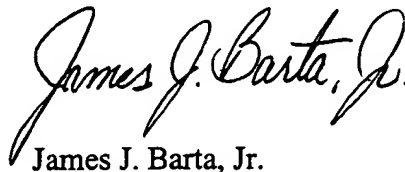
Ms. Jennifer Hei
Mr. Ethan Blumenstrauch
July 17, 2001
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Please note that the inventorship declaration is a formality required by the Patent Office to confirm inventorship, not ownership, of the patent application. The ownership rights in the patent application have already been assigned to Maritz Inc. While it is merely a formality at this point, the inventorship declaration is required by the Patent Office. We advised Agency.com in advance that we would contact you directly to obtain your signatures. Agency.com has indicated no objection.

Each page of the application has been marked "MARITZ INC. CONFIDENTIAL" as a reminder that this application must not be disclosed to anyone without explicit permission from Maritz Inc.

We look forward to receiving your signatures no later than **August 1, 2001** to complete this formality. Please call or email if you have any questions.

Sincerely,



James J. Barta, Jr.

JJB/cjl
*enclosures

cc: Carol Wofsey (w/o enc)
Dave Schulz (w/o enc)
Bill Bloom (w/o enc)
Maria Ramos (w/o enc)